

**EXHIBIT A: CONSENT JUDGMENT**  
**IN THE UNITED STATES DISTRICT COURT**  
**FOR THE DISTRICT OF NEW JERSEY**

-----X  
ASTRAZENECA AB,  
AKTIEBOLAGET HÄSSLE and  
ASTRAZENECA LP,  
KBI INC. and KBI-E INC.,

Plaintiffs,

v.

LUPIN LTD. and LUPIN  
PHARMACEUTICALS, INC.,

Defendants.

-----X  
LUPIN LTD. and LUPIN  
PHARMACEUTICALS, INC.,

Plaintiffs,

v.

ASTRAZENECA AB,  
AKTIEBOLAGET HÄSSLE,  
ASTRAZENECA LP,  
KBI INC. and KBI-E INC.,

Counterclaim Defendants,

and

MERCK & CO., INC.,

Third Party Defendant.  
-----X

**RECEIVED**

**JAN 26 2012**

AT 8:30 \_\_\_\_\_ M  
WILLIAM T. WALSH  
CLERK

Civil Action No. 3:09-cv-05404

Hon. Joel A. Pisano, U.S.D.J.  
Hon. Tonianne J. Bongiovanni,  
U.S.M.J.

Civil Action No. 3:10-cv-00683

Hon. Joel A. Pisano, U.S.D.J.  
Hon. Tonianne J. Bongiovanni,  
U.S.M.J.

### CONSENT JUDGMENT

AstraZeneca AB, Aktiebolaget Hässle, AstraZeneca LP (hereinafter collectively "AstraZeneca") and KBI Inc. and KBI-E Inc. (hereinafter collectively "KBI"), all Plaintiffs in Civil Action No. 3:09-cv-05404, and Lupin Ltd. and Lupin Pharmaceuticals, Inc. (hereinafter collectively "Lupin"), all Defendants in Civil Action No. 3:09-cv-05404 and Plaintiffs in Civil Action No. 3:10-cv-00683, and AstraZeneca AB and Merck Sharp & Dohme Corp., formerly Merck & Co., Inc. ("Merck"), all Defendants in Civil Action No. 3:10-cv-00683, have agreed to terms and conditions representing a negotiated settlement of these actions and have set forth those terms and conditions in a Settlement Agreement (the "Settlement Agreement"). Now the parties, by their respective undersigned attorneys, hereby stipulate and consent to entry of judgment and an injunction in this action as follows:

IT IS this 26 day of Jan, 2012

ORDERED, ADJUDGED AND DECREED as follows:

1. This Court has jurisdiction over the subject matter of the above action and has personal jurisdiction over the parties.

2. As used in this Consent Judgment, (i) the term "Lupin Product" shall mean a drug product sold, offered for sale or distributed pursuant to Abbreviated New Drug Application No. 91-324; and (ii) the term "Affiliate" shall mean any entity or person that, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with Lupin; for purposes of this definition, "control" (a) means ownership, directly or through one or more intermediaries, of (1) more than fifty percent (50%) of the shares of stock entitled to vote for the election of directors, in the case of a corporation, or (2) more than fifty percent (50%) of the equity interests in the case of any other type of legal entity or status as


a general partner in any partnership, or (b) any other arrangement whereby an entity or person has the right to elect a majority of the Board of Directors or equivalent governing body of a corporation or other entity or the right to direct the management and policies of a corporation or other entity.

3. Lupin, including any of its Affiliates, successors and assigns, shall not engage in making, having made, using, selling, offering to sell, importing or distributing in or into the United States of the Lupin Product before May 27, 2014 unless otherwise specifically authorized or permitted pursuant to the Settlement Agreement.

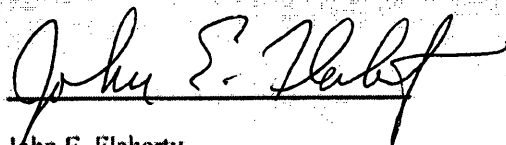
4. Compliance with this Consent Judgment may be enforced by AstraZeneca, Merck and KBI and their successors in interest, or assigns, as permitted by the terms of the Settlement Agreement.

5. This Court retains jurisdiction to enforce or supervise performance under this Consent Judgment and the Settlement Agreement.

6. All claims, counterclaims, affirmative defenses and demands in this Action are hereby dismissed without prejudice and without costs, disbursements or attorneys' fees to any party.

  
\_\_\_\_\_  
Joel A. Pisano, U.S.D.J.

We hereby consent to the form and entry of this Order



John E. Flaherty  
McCARTER & ENGLISH  
Four Gateway Center  
100 Mulberry Street  
Newark, New Jersey 07102  
(973) 622-4444

Errol B. Taylor  
Fredrick M. Zullo  
MILBANK, TWEED, HADLEY &  
McCLOY LLP  
1 Chase Manhattan Plaza  
New York, New York 10005-1413  
(212) 530-5000

*Attorneys for AstraZeneca AB, Aktiebolaget  
Hässle, AstraZeneca LP, KBI Inc., KBI-E Inc.,  
and Merck & Co., Inc.*



Karen Confoy  
STERN & WEINROTH, P.C.  
50 West State Street  
Trenton, New Jersey 08607  
(609) 989-5012

Beth D. Jacob  
KELLEY DRYE & WARREN LLP  
101 Park Avenue  
New York, New York 10178  
(212) 808-7624

Douglass C. Hochstetler  
KELLEY DRYE & WARREN LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 857-2629

*Attorneys for Lupin Ltd. and  
Lupin Pharmaceuticals, Inc.*